

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (01/ 2023-24) of the Members of R K Swamy Limited (Formerly Known as R K Swamy Private Limited and R.K.Swamy BBDO Private Limited) will be held at shorter notice on Tuesday, July 25, 2023 at 11.00 A.M. at the Registered Office of the Company.

Special Business:

- 1. To approve the increase in Authorised Share Capital of the Company and consequential amendment in Capital Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following:-

“V. The Authorised Capital of the Company is Rs. 30,00,00,000/- divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution Mr. Srinivasan K. Swamy (Chairperson and Managing Director), Mr. Narasimhan K. Swamy (Whole Time Director), Mrs. Sangeetha Narasimhan (Whole Time Director), Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (General Manager- Legal & Secretarial) and Mr. R. Desikan (Company Secretary) be and are hereby severally authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities to give effect to the above resolution and to undertake any activity incidental thereto.”

2. **To approve the sub division of the face value of the Equity Shares of the Company and consequential amendment in Capital Clause of the memorandum of association of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions of the Companies Act, 2013, if any Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, relevant provisions of the Articles of Association of the Company, subject to such permissions, sanctions and approvals as may be required in this respect, approval of the members of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 10/- (Rupees Ten only) into 2(Two) equity shares of face value of Rs. 5/- (Rupees Five only) fully paid- up.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following:-

“V. The Authorised Capital of the Company is Rs. 30,00,00,000/- divided into 6,00,00,000 (Six Crore) equity shares of Rs. 5/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.

RESOLVED FURTHER THAT upon sub-division of the equity shares, for each of the existing equity shares of face value of Rs. 10/- held in dematerialised form, the two new Equity Shares of face value of Rs. 5/- shall be credited to the beneficiary accounts of the Members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution Mr. Srinivasan K. Swamy (Chairperson and Managing Director), Mr. Narasimhan K. Swamy (Whole Time Director), Mrs. Sangeetha Narasimhan (Whole Time Director), Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (General Manager- Legal & Secretarial) and Mr. R. Desikan (Company Secretary) be and are hereby individually and severally authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities to give effect to the above resolution and to undertake any activity incidental thereto.”

3. To approve issue of the Bonus shares to existing equity shareholders of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 if any read with the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of Memorandum of Association and Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the members of the Company be and is hereby accorded for capitalisation of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors, for the purpose of issuance of fully paid-up bonus equity shares of face value of Rs.5/- (Rupees Five) each ('bonus shares') to the Members of the Company in the proportion of 4 (Four) bonus shares for every 1 (One) equity share of face value of Rs. 5/- (Rupees Five) each (i.e. as adjusted for sub-division of equity share) held as on such date as may be fixed by the Board for this purpose.”

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fraction and accordingly the number of bonus share shall stand reduced to the extent of fractional shares.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date fixed by the Board for the purpose and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Bonus Equity Shares be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution Mr. Srinivasan K. Swamy (Chairperson and Managing Director), Mr. Narasimhan K. Swamy (Whole Time Director), Mrs. Sangeetha Narasimhan (Whole Time Director), Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (General Manager- Legal & Secretarial) and Mr. R. Desikan (Company Secretary) be and are hereby individually and severally authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities to give effect to the above resolution and to undertake any activity incidental thereto.”

4. **To approve the remuneration payable to Mr. Srinivasan K. Swamy (DIN: 00505093) (Chairman and Managing Director):**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, subject to the provisions of the Articles of Association, Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, as and when applicable, subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required from any of the authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them in granting such approval(s), sanction(s) and permission(s), basis the resolution passed by the Board of Directors of the Company in their Meeting held on July 21, 2023, the consent of the Members be and is hereby accorded for the payment of remuneration to **Mr. Srinivasan K. Swamy** (DIN: 02922413), Chairperson & Managing Director of the Company for a period of three financial year(s) with effect from April 01, 2023 as per the following terms and conditions:

- a. the annual remuneration range for the three years not to exceed Rs. 250 /- Lakhs;
- b. the total salary (Basic and perquisites) for the financial year 2023-2024 is fixed for Rs. 140.40/- Lakhs (Basic Salary Rs. 108 Lakhs + Perquisite 30% of Basic salary Rs. 32.40/- Lakhs) ;
- c. within the overall range of Rs. 250/- Lakhs, the quantum of annual increase in remuneration for the financial year 2024-2025 and 2025-2026 will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board to be effective from 1st April 2024 and 1st April 2025 respectively.

RESOLVED FURTHER THAT where during the period of April 1, 2023 to March 31, 2026 the Company has no profits or profits are inadequate, i.e. the remuneration exceeds the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6)(e) of the SEBI LODR (as and when applicable) the remuneration as set out above (basic salary and perquisites) shall be paid to the said Director without any further reference to the members of the Company in the General Meeting.

RESOLVED FURTHER THAT Mr. Narasimhan K Swamy (Group CEO & Whole Time Director) and Mr. Rajiv Vastupal Mehta (Chairperson of Nomination & Remuneration Committee), be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

5. To approve the remuneration payable to Mr. Narasimhan K. Swamy (DIN: 00219883)(Group CEO & Whole-time Director):

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, subject to the provisions of the Articles of Association, Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, as and when applicable, subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required from any of the authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them in granting such approval(s), sanction(s) and permission(s), basis the resolution passed by the Board of Directors of the Company in their Meeting held on July 21, 2023, the consent of the Members be and is hereby accorded for the payment of remuneration to **Narasimhan K. Swamy** (DIN: 00219883), Whole-time Director & CEO of the Company for a period of three financial year(s) with effect from April 01, 2023 as per the following terms and conditions:

- a. the annual remuneration range for the three years not to exceed Rs. 250 Lakhs;
- b. the total salary (Basic and perquisites) for the financial year 2023-2024 is fixed for Rs. 140.40 Lakhs (Basic Salary Rs. 108 Lakhs + Perquisite 30% of Basic salary Rs. 32.40 Lakhs) ;
- c. within the overall range of Rs. 250 Lakhs, the quantum of annual increase in remuneration for the financial year 2024-2025 and 2025-2026 will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board to be effective from 1st April 2024 and 1st April 2025 respectively.

RESOLVED FURTHER THAT where during the period of April 1, 2023 to March 31, 2026 the Company has no profits or profits are inadequate, i.e. the remuneration exceeds the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6)(e) of the SEBI LODR (as and when applicable) the remuneration as set out above (basic salary and perquisites) shall be paid to the said Director without any further reference to the members of the Company in the General Meeting.

RESOLVED FURTHER THAT Mr. Srinivasan K Swamy (Chairman and Managing Director) and Mr. Rajiv Vastupal Mehta (Chairperson of Nomination & Remuneration Committee), be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

6. **To approve the remuneration payable to Mrs. Sangeetha Narasimhan (Whole-time Director):**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, subject to the provisions of the Articles of Association, Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, as and when applicable, subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required from any of the authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them in granting such approval(s), sanction(s) and permission(s), basis the resolution passed by the Board of Directors of the Company in their Meeting held on July 21, 2023, the consent of the Members be and is hereby accorded for the payment of remuneration to **Sangeetha Narasimhan** (DIN: 07050848), Whole-time Director of the Company for a period of three financial year(s) with effect from April 01, 2023 as per the following terms and conditions:

- a. the annual remuneration range for the three years not to exceed Rs. 250 Lakhs;
- b. the total salary (Basic and perquisites) for the financial year 2023-2024 is fixed for Rs. 135.20 Lakhs (Basic Salary Rs. 104 Lakhs + Perquisite 30% of Basic salary Rs. 31.20 Lakhs);
- c. within the overall range of Rs. 250 Lakhs, the quantum of annual increase in remuneration for the financial year 2024-2025 and 2025-2026 will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board to be effective from 1st April 2024 and 1st April 2025 respectively.

RESOLVED FURTHER THAT where during the period of April 1, 2023 to March 31, 2026 the Company has no profits or profits are inadequate, i.e. the remuneration exceeds the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6)(e) of the SEBI LODR (as and when applicable) the remuneration as set out (basic salary and perquisites) shall be paid to the said Director without any further reference to the members of the Company in the General Meeting.

RESOLVED FURTHER THAT Mr. Srinivasan K Swamy (Chairman & Managing Director) and Mr. Rajiv Vastupal Mehta (Chairperson of Nomination & Remuneration Committee), be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

7. **To approve Remuneration payable to Non- Executive Directors in case of inadequacy of profit or loss:**

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act (including any statutory modification or re-enactment thereof), basis the resolution passed by the Board of Directors of the Company in their Meeting held on July 21, 2023 consent of the Members be and is hereby accorded for payment of remuneration/commission to Non-Executive Directors for the financial year F.Y. 2023-24, F.Y. 2024-25 and F.Y. 2025-26, on such terms and conditions as fixed by the Nomination & Remuneration committee/ Board not withstanding that it exceeds 1% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013 in compliance with the applicable laws.

RESOLVED FURTHER THAT Mr. Srinivasan K. Swamy (Chairperson and Managing Director), Mr. Narasimhan K. Swamy (Whole Time Director), Mrs. Sangeetha Narasimhan (Whole Time Director), Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (General Manager- Legal & Secretarial) and Mr. R. Desikan (Company Secretary) of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”

**By order of the Board of Directors
For R K Swamy Limited**

**Sd/-
R Desikan
Company Secretary
Membership Number-A28348**

Registered Office:

No. 19, Wheatcrofts Road,
Nungambakkam Chennai- 600 034
Tel No.9380718904
Email Id: secretarial@rkswamy.com
CIN: U74300TN1973PLC006304

Date: July 24, 2023

Place: Chennai.

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Extra Ordinary General Meeting (EGM), is annexed thereto.
2. Since Company has received 100% consent to hold EGM at shorter notice and hence providing the proxy facility is not required.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to lodge a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members should bring duly attendance slip sent herewith to attend the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Extra Ordinary General Meeting of the Company.
6. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
7. Members may note that the Notice and explanatory statement will also be available on the Company's website <https://www.rkswamy.com/>
8. Route map giving directions to the venue of the meeting and attendance slip are annexed to the Notice.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No.1 to 3:

The Board of Directors at their meeting held on July 21, 2023 has approved capital restructuring proposal of the Company as follows.

- Increase in Authorised Share Capital of the Company by Rs. 20,00,00,000(Rupees Twenty crores) i.e. from Rs. 10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (Rupees One Crore only) Equity Shares of Rs.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/-each (adjusted for sub-division of equity share)
- Sub divide Face Value of the Equity Share Capital of the Company from Rs. 10(Rupees Ten) to Rs. 5(Rupees Five) each
- Issue of Bonus shares to existing shareholders of the Company in Ratio of 4:1 (**3,55,65,712** bonus Shares shall be allotted for **88,91,428** ((adjusted for sub-division of equity share) shares held in the Company from free reserves/ Securities premium amounting Rs. **17,78,28,560**)

Summary of the proposed Capital Restructuring is as below:

Particular	Current Share Capital	Proposed Share Capital
Increase in Authorised Share Capital and Sub-division of face value of equity shares	Rs. 10,00,00,000 /- Equity Share capital comprising of 1,00,00,000 Equity Shares having face value of Rs. 10/- each	Rs. 30,00,00,000* /- Equity Share capital comprising of 6,00,00,000 Equity Shares having face value of Rs. 5/#- each <i>*Increase in Authorised Share Capital of the Company by Rs. 20,00,00,000/-</i> <i>#adjusted for sub-division of equity share</i>
Post Sub-division Paid-up Capital	Rs. 4,44,57,140/- Equity Share capital comprising of 44,45,714 Equity Shares having face value of Rs. 10/- each	Rs. 4,44,57,140/- Equity Share capital comprising of 88,91,428 Equity Shares having face value of Rs. 5/- each
Post Bonus Issue Paid-up Share Capital	-	Rs. 22,22,85,700/- Equity Share capital comprising of 4,44,57,140 Equity Shares having face value of Rs. 5/- each

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

Item No. 4 to 6

The Board of Directors at their meeting held on July 21, 2023 (including adjourned meeting held on July 24, 2023) have subject to the approval of the members, approved and recommended the remuneration of the Executive Directors of the Company viz. Mr. Srinivasan K Swamy Mr. Narasimhan K Swamy and Mrs. Sangeetha Narasimhan in accordance with the provisions of Section 197 of the Companies Act, 2013 for a period of 3 years.

The members are requested to consider and approve the remuneration of the Executive Directors viz Mr. Srinivasan K. Swamy (Chairperson & Managing Director), Mr. Narasimhan K. Swamy (Whole Time Director) and Mrs. Sangeetha Narasimhan (Whole Time Director) for a period of three year(s) starting April 01, 2023 at the remuneration specified in the Resolution set out at Item No.04, Item No. 05 and Item No. 06 respectively.

The remuneration of above Directors shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ('Act') , Regulation 17(6)(e) of the SEBI LODR", as and when applicable.

1. General information:				
i.	Nature of Industry	Integrated Marketing Communication Services		
ii.	Date or expected date of commencement of commercial production	Not Applicable – the Company has already commenced its operations.		
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing Company).		
iv.	Financial performance based on given indicators	Financial Performance for last 3 years is given as under:		
		Financial Year	Turnover	Profit / (Loss) after Tax
		2022-23	Rs. 14,405.30 Lakhs	Rs. 2,133.68
		2021-22	Rs. 9,408.53 Lakhs	Rs. 667.43
	2020-21	Rs. 5133.75 Lakhs	Rs. 249.86	
v.	Foreign investments or collaborations	Evanston Pioneer Fund L.P., a private equity fund based out at USA holds 6,24,152 Equity Shares (14.04 %) of Rs. 10/- each		

2. Information about the appointee				
i.	Background details	Srinivasan K. Swamy	Narasimhan K. Swamy	Mrs. Sangeetha Narasimhan
		<p>Srinivasan K. Swamy is the Chairman and Managing Director of our Company. He has been associated with our Company since July 1, 1978 and has over 45 years of experience in the advertising and marketing services industry. He holds a bachelor of technology in chemical engineering from the University of Madras and a master of management studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai. He is the chairman of the Asian Federation of Advertising Associations. He has previously served as the president of the International Advertising Association (India Chapter), the Advertising Agencies Association of India, All India Management Association, Madras Chamber of Commerce and Industry, Madras Management Association and the chairman of the Advertising Standards Council of India. He is also engaged in social service and is the president of the Hindu Mission Hospital and National Boys' and Girls' Education Society, chairman of the Valluvar Gurukulam and the vice-president of the Rasika Ranjani Sabha.</p>	<p>Narasimhan Krishnaswamy is the whole-time executive director of our Company. He has been associated with our Company since June 14, 1979 and accordingly has over 44 years of experience in the marketing services and communications industry. He holds a Bachelor Degree in commerce from the University of Madras and holds a master of business administration from the University of Delhi and a master of science in advertising from Northwestern University. He was also inducted into the hall of achievement at Medill School of Journalism, Northwestern University on April 29, 2002. He was an adjunct faculty of the Medill School of Journalism, Media and Integrated Marketing Communications at Northwestern University for over two decades where he developed and co-instructed a special course on 'global marketing communications'</p>	<p>Sangeetha Narasimhan is the whole-time executive director of our Company. She has been associated with our Company since March 1, 1986. She joined the group as an Account Management Executive and moved on to the Creative function over time. Her forte is creation of Content in all Media and over the decades, she has created iconic advertising for many major brands in our company Her depth of understanding of Clients' issues, strategic understanding and insight into consumer behaviour has led to the creation of consistent high-quality communication. As a key management leader of the R K SWAMY HANSA Group and the National Creative Director of our company, she has helped us evolve as a multi-discipline service provider. She has obtained a Senior Diploma in Indian Classical Music, from Allahabad, holds a Bachelor of Science in Chemistry from the University of Madras and a Master of Management Studies from University of Bombay.</p>
ii.	Past remuneration	Rs. 106.01 /- Lakhs for F.Y. 2022-23	Rs. 106.01/- Lakhs for F.Y. 2022-23	Rs. 103.21/- Lakhs for F.Y. 2022-23

iii.	Recognition or awards	<ul style="list-style-type: none"> • He has received Lifetime Achievement Awards instituted by the Advertising Agencies Association of India (AAAI) and Rotary Club of Guindy; • Admitted to the IAA Hall of Fame; • Recognised IAA Champion at their inaugural Inspire Awards in London; • International Honour Award from AD STARS, Korea; • Special Merit Award from AFAA (Asian Federation of Advertising Associations); • Certificate of Appreciation from Japan Advertising Agencies Association; • Distinguished Service Award by Advertising Club Madras; • Distinguished Alumni Award from AC College of Technology; • Honorary Life Fellowship from All India Management Association. 	<ul style="list-style-type: none"> • Inducted into the hall of achievement at Medill School of Journalism, Northwestern University; • served on the faculty of the Integrated Marketing Communications program at Northwestern University's Medill School for the past 15 years; • In the year 2011 he was recognized as one of the top 30 innovators by the magazine 'The Internationalist,' 	-
iv.	Job profile and his suitability	Considering his qualification, industry expertise and experience, Mr. Srinivasan K Swamy has the skill set knowledge and experience to discharge the duties and responsibilities of Chairperson & Managing Director of the Company.	Considering his qualification, industry expertise and experience, Mr. Narasimhan K Swamy has the skill sets, knowledge and experience to discharge the duties and responsibilities of Group CEO & Whole Time Director of the Company	Considering her qualification, industry expertise and experience, Mrs. Sangeetha Narasimhan has the skill set, knowledge and experience to discharge the duties and responsibilities of Whole Time Director of the Company.

v.	Remuneration proposed	As specified in the Resolution mentioned in the Notice above.		
vi.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	The remuneration is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.		
vii.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration paid/payable to him, and Dividend on Equity Shares held by him & his relatives in the Company, Mr. Srinivasan K Swamy does not have any other pecuniary relationship in the Company.</p> <p>Mr. Srinivasan K Swamy is Brother of Mr. Narasimhan K Swamy (Group CEO and Whole Time Director)</p>	<p>Besides the remuneration paid/payable to him, and Dividend on Equity Shares held by him & his relatives in the Company, Mr. Narasimhan K Swamy does not have any other pecuniary relationship in the Company.</p> <p>Mr. Narasimhan K Swamy is Brother of Mr. Srinivasan K Swamy (Chairperson & Managing Director) and spouse of Mrs. Sangeetha Narasimhan (Whole Time Director)</p>	<p>Besides the remuneration in the Company paid/payable to her and the dividend on equity shares held by relatives, Mrs. Sangeetha Narasimhan does not have any other pecuniary relationship with the Company.</p> <p>Mrs. Sangeetha Narasimhan is spouse of Mr. Narasimhan K Swamy (Whole Time Director)</p>
3. Other Information				
i.	Reasons of loss or inadequate profits	The Company has posted a net profit after tax of 2154.45 Lakhs (on standalone basis) for the year ended 31st March, 2023. The Company is not envisaging loss or inadequate profits, however as a precautionary measure the approval has been obtained from the members.		

ii.	Steps taken or proposed to be taken for Improvement	The Company is focused on various business strategies in all spheres of business activities to improve the revenue and profitability of the Company.
iii.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.
4. Disclosures		Not Applicable

The Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution in the preceding financial year and in the current financial year.

Brief details pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to this statement.

The Board recommends the resolution as set out at item no. 4, 5 & 6 in the Notice for the approval of the Members of the Company as a Special Resolution.

Except Mr. Srinivasan K Swamy, Mr. Narasimhan K. Swamy & Mrs. Sangeetha Narasimhan none of the Directors and Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions

Item No. 07

The remuneration / commission payable to Non-executive Directors may exceed the limit of 1% of the net profit of the Company computed in accordance with the provisions of Section 198 of the Companies Act.

Hence the Board of Directors at their meeting dated July 21, 2023 (including adjourned meeting held on July 24, 2023) have recommended to the members to consider and approve by way of a Special Resolution, payment of remuneration/commission to the Non Executive Directors which may be in excess of 1% of the net profit of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

Incase the remuneration/commission payable to the Non Executive Directors exceeds 1% of the Net profit, the same would be paid in compliance with the provision of the Companies Act and SEBI Regulations as and when applicable.

The Board recommends the resolution as set out at item no. 7 in the Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution except to the extent of their shareholding in the Company.

**By order of the Board of Directors
For R K Swamy Limited**

**Sd/-
Srinivasan K. Swamy
Chairperson Managing Director
DIN: 00505093**

Registered Office:

No. 19, Wheatcrofts Road,
Nungambakkam Chennai- 600 034
Tel No.9380718904
Email Id: secretarial@rkswamy.com
CIN: U74300TN1973PLC006304

Date: July 24, 2023**Place: Chennai.**

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of Director	Srinivasan K Swamy	Narasimhan K Swamy	Sangeetha Narasimhan
Age (years)	69 years	66 years	61 years
Date of first appointment	April 19, 1982	June 30, 2001	September 23, 2015
Brief Resume & Expertise in specific functional areas	<p>Srinivasan K. Swamy, who is currently the Chairman and Managing Director of the Company has 45 years of experience in the business. He joined the company on July 1, 1978, as an Account Executive in the client servicing department. He held various positions like Account Director, General Manager, Executive Director, Joint Managing Director, and CEO, and was elevated to Managing Director and CEO with effect from February 1, 1996. He has been a board member of the company since April 29, 1982, and elected as Chairman in June 2003. Further, he has been closely involved as Director of the subsidiaries. Hansa Research Group Private Limited. and Hansa Customer Equity Private Limited since their inception in 1994 and 2008, respectively.</p>	<p>Narasimhan K Swamy's area of specialisation is in developing business, marketing and communication strategies for companies and brands. He works with a number of Indian and Multi-national companies, and has helped them launch, manage and grow their brands and businesses significantly. These include Hawkins, Life Insurance Corporation, Mercedes Benz, O'General, P&G, MARS - Snickers & Pedigree, Raymond, State Bank of India, ONGC, WIPRO and many more. He is rated as one of the best marketing and business strategists by clients and colleagues alike. He has personally worked on the LIC brand for over 25 years</p>	<p>Sangeetha Narasimhan joined the group as an Account Management Executive and moved on to the Creative function over time. Her forte is creation of Content in all Media and over the decades, she has created iconic advertising for many major brands in our company Her depth of understanding of Clients' issues, strategic understanding and insight into consumer behaviour has led to the creation of consistent high-quality communication. As a key management leader of the R K SWAMY HANSA Group and the National Creative Director of our company, she has helped Company evolve as a multi-discipline service provider.</p>

Qualifications	<ul style="list-style-type: none"> • Bachelor of technology in chemical engineering and • a master of management studies 	<ul style="list-style-type: none"> • Bachelor of commerce • Master of business administration • master of science in advertising 	<ul style="list-style-type: none"> • Senior Diploma in Indian Classical Music • Bachelor of Science • Master of Management Studies from University of Bombay
Directorship of other boards as on March 31, 2023.	<ul style="list-style-type: none"> • Advertising Agencies Association of India • Audit Bureau of Circulations • Autosense Private Limited • C S Foundation • Dsquare Solutions Private Limited • Hansa Customer Equity Private Limited • Hansa Direct Private Limited • Hansa Estates Private Limited • Hansa Research Group Private Limited • Hansa Vision India Private Limited • IIM Udaipur Incubation Centre • India Chapter of International Advertising Association • Sri Visishtadvaita Research Foundation • Hansa Marketing Services Pte Ltd (Singapore) • Hansa Marketing Services Private Limited (Bangladesh) 	<ul style="list-style-type: none"> • Autosense Private Limited • C S Foundation • Dsquare Solutions Private Limited • Hansa Customer Equity Private Limited • Hansa Direct Private Limited • Hansa Holdings Private Limited • Hansa Research Group Private Limited • Hansa Vision India Private Limited • Hansa Marketing Services Pte Ltd • Hansa Marketing Services Private Limited • Hansa Marketing Services USA Inc. 	<ul style="list-style-type: none"> • C S Foundation • Hansa Holdings Private Limited
Membership / Chairmanship of Committees of other Boards as on	<ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Member 	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member 	<ul style="list-style-type: none"> • Risk Management Committee- Member • Stakeholder Relationship

March 31, 2023	<ul style="list-style-type: none"> Corporate Social Responsibility Committee- Chairman 		Committee- Member
Terms and Conditions of Appointment/re- appointment	Re-appointed at the Annual General Meeting held on September 19, 2019 for period of five years.	Re-appointed at the Annual General Meeting held on September 19, 2022 for period of four years.	Re-appointed at the Annual General Meeting held on September 19, 2022 for period of five years.
Details of Remuneration sought to be paid	Remuneration specified in the Resolution set out at Item No.04	Remuneration specified in the Resolution set out at Item No.05.	Remuneration specified in the Resolution set out at Item No.06
Remuneration last drawn	Rs. 106.01 Lakhs	Rs. 106.01Lakhs	Rs. 103.21Lakhs
Number of Meetings attended during the year	3 out of 3	3 out of 3	2 out of 3
Shareholding	18,58,108 Equity Shares of Rs.10/- each (41.80%)	18,58,108 Equity Shares of Rs.10/- each (41.80%)	Nil
Relationship with other Directors	Narasimhan K. Swamy- Brother	Sangeetha Narasimhan – Spouse Srinivasan K Swamy- Brother	Narasimhan K Swamy- Spouse

ATTENDANCE SLIP

R K Swamy Limited

Extra Ordinary General Meeting

Name of the Shareholder	
Registered Address	
No. of Shares Held	
Registered Folio No./ DP ID-Client ID	

I/we certify that I/We am/are the registered Member(s) for the registered Member(s) of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held at registered office of the Company on **Tuesday, July 25, 2023 at 11.00 a.m.**

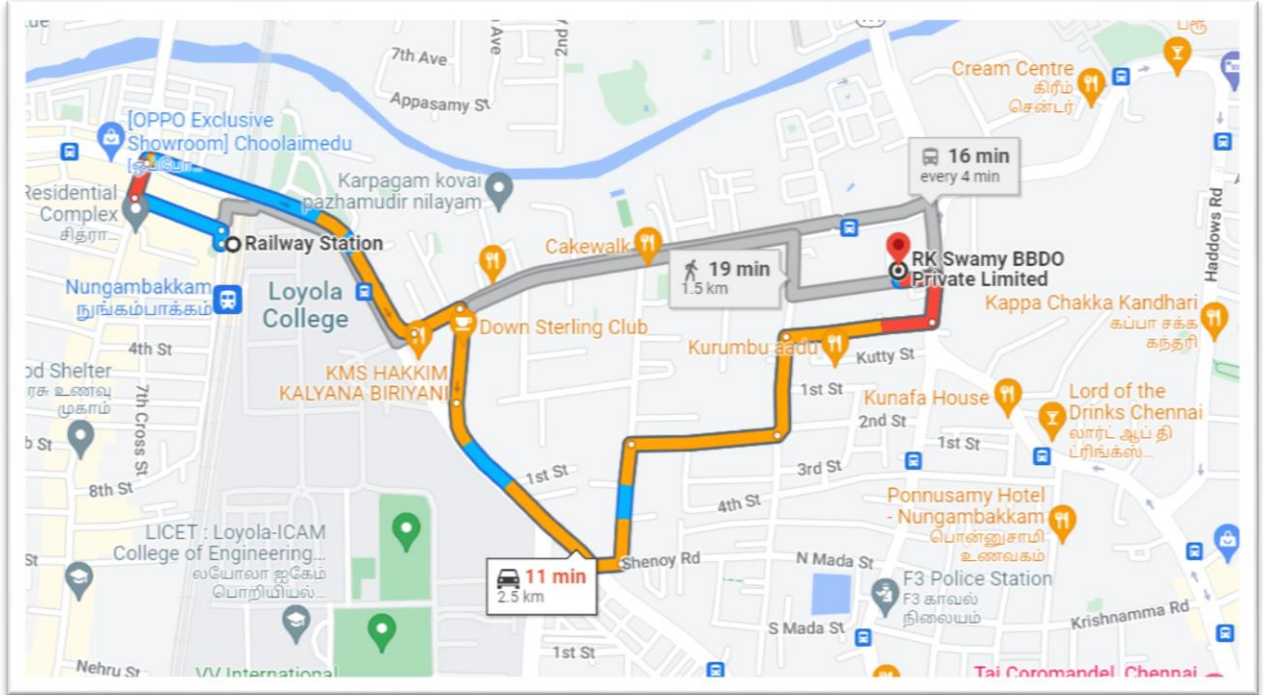
Signed this on **[DAY], July [Date] 2023**

.....
(Member's Name (In Block Letters))

.....
(Members's Signature)

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ROAD MAP



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